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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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Pursuant to section 395 of the Companies Act 1985

CHA 116

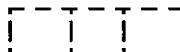
Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

To the Registrar of Companies

For official use

Company number



3381595

Name of company

* Trainstation Limited

Date of creation of the charge

7th September 1998

Description of the instrument (if any) creating or evidencing the charge (note 2)

Legal Charge

Amount secured by the mortgage or charge

All monies covenanted or agreed to be paid by the Company to Scottish & Newcastle plc or which now are or at any time hereafter may be or become due or owing to Scottish & Newcastle plc by the Company on any account and all other liabilities actual or contingent now existing or hereafter incurred by the Company to Scottish & Newcastle plc and/or Scottish & Newcastle plc's trading companies (whether in either case due owing or incurred by the Company alone or jointly with any other persons) and in whatever name firm or style and whether as principal or surety and all interest discount commission costs expenses and other charges thereon.

The charge secures further advances.

Names and addresses of the mortgagees or persons entitled to the charge

SCOTTISH & NEWCASTLE plc
Abbey Brewery,
Holyrood Road,
Edinburgh EH8 8YS

Presentor's name address and
reference (if any):

Davies Wallis Foyster
Harvester House
37 Peter Street
Manchester M2 5GB

Ref: JJG/wsg/59500-317

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

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**Please complete
legibly, preferably
in black type, or
bold block
lettering**

1. By way of a Legal Charge, a charge over the premises known as the Waterfront, The Promenade, Southport as the same are more particularly described in an Underlease dated 27th February 1998 made between Alec Brent Sherman and Christine Melinda Sherman (1) Trainstation Limited (2)
2. By way of assignment the goodwill of the business carried on there.
3. By way of assignment the benefit of all Justices Licences and any Public Entertainment Licences held by the Company or the Company's nominee in connection with the said premises.
4. By way of fixed charge or proceeds of insurance maintained in respect of the undertaking property and assets of the Company.
5. By way of fixed charge all goods and moveable fittings not specifically charged and not forming part of the Company's stock in trade.
6. By way of floating charge the whole of the Company's undertaking and all its property and assets whatsoever and wheresoever present and future other than the property and assets from time to time effectively charged to Scottish & Newcastle plc pursuant to the above clauses.

The charge prohibits the creation of any further charges or granting of any leases without the written consent of Scottish & Newcastle plc.

Particulars as to commission allowance or discount (note 3)

Signed

Dances Wally Repter

Date 22nd May 1998

On behalf of [company] [mortgagee/chargee] †

† delete as appropriate

NOTES

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 03381595

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 7th SEPTEMBER 1998 AND CREATED BY TRAINSTATION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SCOTTISH & NEWCASTLE PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th SEPTEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th SEPTEMBER 1998 .

M. IKRAM DAR.

for the Registrar of Companies

1019 R



C O M P A N I E S H O U S E